

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
DELPHI CORPORATION, *et al.*, : Chapter 11  
Debtors. : Case No. 05-44481 [RDD]  
: Jointly Administered  
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**ORDER GRANTING MOTION OF ENTEK  
INTERNATIONAL LLC (i) TO ALLOW RECOUPMENT AND/OR  
(ii) FOR RELIEF FROM THE AUTOMATIC STAY TO ALLOW SETOFF**

Upon consideration of the Motion of Entek International LLC (“ENTEK”) (i) to Allow Recoupment and/or (ii) for Relief from the Automatic Stay to Allow Setoff, dated December 28, 2005 (the “Motion”); sufficient notice of the Motion having been given to parties in interest as required under the circumstances; it appearing that no other or further notice of the Motion is required; the above-captioned debtors (the “Debtors”) having consented to the relief granted herein; and the Court having determined that good cause exists for granting the relief requested in the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED, the capitalized terms herein shall have the meanings ascribed to them in the Motion unless otherwise indicated; and it is further

ORDERED, the automatic stay is hereby terminated, so as to authorize the immediate exercise of setoff and/or recoupment rights by ENTEK to deduct the Receivable Amount (\$618,591.15) from the Payable Amount (\$1,300,000); and it is further

ORDERED, the Debtors and ENTEK are authorized to take all necessary steps to implement the terms of this Order; and it is further

ORDERED, this Court shall retain jurisdiction regarding the implementation of this Order.

DATED: New York, New York  
February 14, 2006

/s/Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge